

P BK 94 PG 266  
STATES - DE SOTO CO.

MAY 20 2 02 PM '02

**GENERAL POWER OF ATTORNEY**

BK 94 PG 266  
W.E. DAVIS CH. CLK.

**KNOW ALL MEN BY THESE PRESENTS:**

**THAT I, MATT SAMPSON, of P.O. Box 232, Walls, DeSoto County, Mississippi, am of legal age, and a resident of DeSoto County, State of Mississippi, and being desirous of appointing an attorney-in-fact to act for me and on my behalf on all matters in which I may have an interest, do hereby nominate and constitute MARK WOODARD of 3273 Charlotte, Memphis, Tennessee, my true and lawful attorney-in-fact, beginning with the date hereof, and thereafter indefinitely until revoked in the manner prescribed by the laws of Mississippi, with full power to pledge, mortgage, assign, exchange, or otherwise dispose of any or all of my property, real, personal or mixed, under such terms or conditions as he may deem proper, and to execute and deliver good and sufficient deeds or other instruments for the accomplishment thereof; to collect, sue upon, compromise or otherwise adjust any claim, debt, bequest, devise or inheritance in which I now or hereafter may have an interest; to execute vouchers in my behalf for any and all allowances and reimbursements properly payable to me by any state or the United States, including but not restricted to Social Security benefits, Supplemental Security Income benefits, Welfare benefits and otherwise as authorized by law, and to receive, endorse, and collect the proceeds of checks payable to the order of the undersigned drawn on the Treasurer of the United States or any other agency, bureau or department or branch thereof, of the United States of America, or any state or governmental authority for whatever account, and to execute in the name and on behalf of the undersigned, all bonds, indemnities, applications,**

or other documents which may be required by law or regulations to secure the issuance of such duplicate checks, and to give full discharge therefor; to pay, compromise, or otherwise discharge and secure releases from any obligations or claims against me; to deposit in my name and for my account with any bank, banker or trust company, any check, including, but not restricted to, the aforementioned checks drawn on the Treasurer of the United States or any other agency, bureau or department or branch thereof, of the United States of America or state, and all monies, bills of exchange, drafts, checks, promissory notes, and other securities for money payable or belonging to me, and for that purpose to sign my name and endorse the same for deposit or collection and from time to time to withdraw any and all monies deposited with the aforesaid depositaries; or any other depositary, now or hereafter having money belonging to me, and for that purpose to draw checks in my name; and, further, for me and in my name and on my behalf, to ask, demand, recover and receive all and any sum or sums of money, debts, dues, merchandise or effects, due, payable, coming or belonging or which may at any time be or become due, payable or belonging to me, from any person or persons whomsoever; to sell all, or any part of said goods, merchandise, and affects, which may come to his possession or knowledge, on such credit, and for such prices as he may, in him sole discretion, deem mete or proper; to purchase any goods, merchandise, specie, currency, shares of stock of any form, whether common or preferred, including mining stock or other commodities, on my account for such prices and to such amount as he may, in him sole discretion, deem mete or proper, and the same to sell again for my benefit, and on my account, for any prices whatsoever, to ship or transport by car, truck, bus, rail, air or otherwise, the same, or any part thereof, on my behalf and account, to any post office or offices, place or places, wheresoever, in any ship,

vessel or vessels, car, truck, bus, train, plane or other means of transportation, and with and to any person or persons whomsoever, and there barter, exchange, and dispose of the same in any manner of his choosing; to insure and cause insurance to be made of any such chattel, property, goods, merchandise, specie or other commodities, or of any part thereof, at such premiums, and for such risks as he may, in him sole discretion, deem mete or proper; to accept any check, draft, bill or bills of exchange or orders, make and execute any promissory note or notes of hand, bond or bonds, or any other obligatory instruments or contracts in my name and on my account, to and for any amount which he may, in his sole discretion, deem mete, proper or expedient; to sell, convey, barter, exchange for, in any other manner, dispose of, in fee simple, or for any less estate, any real estate, wheresoever located in Mississippi, or elsewhere if allowed by law, which I now own or of which I am now seized or possessed, to any person or persons whomsoever, for any price or consideration, or in any manner whatsoever, and for such purpose to execute and acknowledge any deed or deeds, lease or leases, or other instruments of conveyance or lease, or other assurance or assurances, with general warranty, or any other covenants whatsoever, as he may, in him sole discretion, deem mete, proper or expedient; to purchase or lease any real estate or property on my account, in fee simple or otherwise, at any price, rental or any exchange whatsoever and for these purposes to receive, confirm, make and execute any contracts, deeds, conveyances or other obligatory instruments whatsoever; to settle and adjust all partnership accounts and demands and all other accounts or demands now subsisting, or which may hereafter subsist between me and any person or persons whomsoever, and submit the same to and decide them by arbitration or in such other manner or method as he may, in him sole discretion, deem mete or proper; to compound

for any debts, dues or demands owing or which may hereafter be owing to me and to take less than the whole or otherwise to agree as to or for the same, in such manner, and on such terms as this, in him sole discretion, may deem mete and proper; and for all or any of these purposes, to make and execute any releases, compromises, compositions, agreements or contracts, by deed or otherwise, in him sole opinion necessary and expedient in the premises; to pay and discharge all debts and demands due and payable or which may hereafter become due and payable by me unto any person or persons whomsoever; to enter into any lands or other real estate to which I am or may be entitled, and recover the possession thereof and any and all damages for any injury done thereto, and to distrain for rent due thereof, and also to commence and prosecute unto final judgment and execution, any suit or suits, action or actions, real, personal or mixed, which he shall, in his sole discretion, deem mete and proper for the recovery, possession or enjoyment of any right, power, privilege, property, matter or things which may hereafter be due, payable, owing, belonging, accruing or appertaining to me, for or by reason of the premises or any part thereof, and, in any such suits or actions, for me in person, or by such attorney or attorneys or counsel he may deem, in him sole discretion, necessary or proper to retain or employ to appear and plead before any courts, administrative bodies, committees or tribunals having jurisdiction thereof, and to make, agree to or decide, in my behalf and in my stead, all stipulations, undertakings, recognizances and other requisites in any suits or actions, and any questions arising on the same, by arbitration, compromise or otherwise, and make all receipts and receive any recoveries in the premises and to execute and deliver due acquittances and discharges or releases; and, generally to do and perform any and all matters and things, transact all business, whether he has an interest therein or not, and

make, execute and acknowledge all contracts, orders, deeds, mortgages, satisfaction of mortgages, leases and assignments of every kind, which may be requisite or proper to effectuate all or any of the premises or any other matter or thing appertaining or belonging to me, with the same powers, and to all intents and purposes, with the same validity and as binding and effective as I could, if personally present--giving and granting unto my said attorney, full power to substitute one or more attorneys under MARK WOODARD, my said attorney, in or concerning the premises, or any part thereof, and the same at his pleasure to revoke; and hereby ratifying and confirming whatsoever my said attorney, MARK WOODARD shall and may do, by virtue hereof, in the premises. This power of attorney shall not be affected by the subsequent disability or incompetence of the principal.

The powers and authorities hereby given and conferred by me upon my said attorney are plenary and unlimited as well as unconfined to any area or jurisdiction, except as may be contrary to law or not within my power to grant or give--it being my intent to give and grant unto my said attorney, MARK WOODARD, in whom I have utmost faith and confidence, as full and plenary powers and authority in my name and on my behalf, as I can legally give or grant unto him as my attorney-in-fact.

WITNESS his mark this 20 day of May, 2002.



MAET SAMPSON'S MARK

Mark Johnson  
WITNESS

269 Alston Av  
38126  
Memphis

STATE OF MISSISSIPPI

COUNTY OF DESOTO

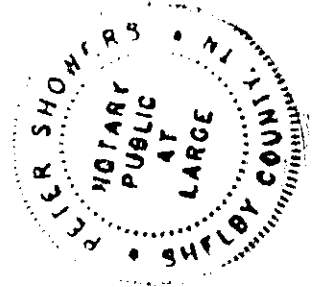
PERSONALLY appeared before me, the undersigned authority in and for said County and State, the within named MATT SAMPSON, who acknowledged that he put his mark on the foregoing instrument of writing on the day and year therein mentioned.

GIVEN under my hand and seal, this 20 day of May, 2002.

  
NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES DEC. 29 2004  
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Att: Greg Steward  
Main St Tunica Miss  
363-1161 38638